

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF MINNESOTA

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Dakota Plains Holdings, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 20-2543857

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

294 Grove Lane East
Wayzata, MN 55391

Number, Street, City, State & ZIP Code

Hennepin
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

3889 88th Avenue NW New Town, ND 58763
Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.dakotaplains.com

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor Dakota Plains Holdings, Inc. Case number (if known) _____
Name

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
 See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4247

8. Under which chapter of the Bankruptcy Code is the debtor filing? *Check one:*

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No.
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Dakota Plains Holdings, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☐ Funds will be available for distribution to unsecured creditors.

☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☒ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Dakota Plains Holdings, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **December 20, 2016**
MM / DD / YYYY

X /s/ Marty Beskow

Signature of authorized representative of debtor

Marty Beskow

Printed name

Title **Chief Financial Officer**

18. Signature of attorney

X /s/ Michael McGrath

Signature of attorney for debtor

Date **December 20, 2016**

MM / DD / YYYY

Michael McGrath

Printed name

Ravich, Meyer, Kirkman, McGrath, Nauman & Tansey, P.A.

Firm name

**150 South Fifth Street
Suite 3450
Minneapolis, MN 55402**

Number, Street, City, State & ZIP Code

Contact phone **612-332-8511**

Email address **MFMcGrath@RavichMeyer.com**

Bar number and State

Debtor **Dakota Plains Holdings, Inc.**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF MINNESOTA

Case number (if known)

Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	Dakota Petroleum Transport Solutions, LLC	Relationship to you	subsidiary
District	District of Minnesota	When	16-xxxxx
Debtor	Dakota Plains Marketing, LLC	Relationship to you	subsidiary
District	District of Minnesota	When	16-xxxxx
Debtor	Dakota Plains Sand, LLC	Relationship to you	subsidiary
District	District of Minnesota	When	16-xxxxx
Debtor	Dakota Plains Transloading, LLC	Relationship to you	subsidiary
District	District of Minnesota	When	16-xxxxx
Debtor	DPTS Marketing, LLC	Relationship to you	subsidiary
District	District of Minnesota	When	16-xxxxx
Debtor	DPTS Sand, LLC	Relationship to you	subsidiary
District	District of Minnesota	When	16-xxxxx

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Minnesota**

In re **Dakota Plains Holdings, Inc.**

Debtor(s)

Case No.

Chapter **11**

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **001-36493**.

2. The following financial data is the latest available information and refers to the debtor's condition on **12/20/2016**.

a. Total assets \$ **3,081,391.27**

b. Total debts (including debts listed in 2.c., below) \$ **75,386,314.34**

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	0.00	0
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	0.00	0
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	0.00	0
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	0.00	0
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	0.00	0

d. Number of shares of preferred stock **0**

e. Number of shares common stock **55,101,067**

Comments, if any:

Amounts listed in 2a and 2b above only reflect assets and liabilities of Dakota Plains Holdings, Inc. Because amounts reported to the Securities and Exchange Commission are reported on a consolidated basis on behalf of Dakota Plains Holdings, Inc. and its subsidiaries, the amounts will be different.

3. Brief description of Debtor's business:

an integrated midstream energy company, principally focused on developing and owning transloading facilities and transloading crude oil and related products within the Williston Basin in North Dakota.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Cede & Co. - indirectly holds a 79.39% ownership interest

DAKOTA PLAINS HOLDINGS, INC.
(a Nevada corporation)

UNANIMOUS WRITTEN ACTION OF DIRECTORS OF
DAKOTA PLAINS HOLDINGS, INC.

The undersigned, being all of the directors of Dakota Plains Holdings, Inc., a Nevada corporation (the "Corporation"), waive notice, call and statement of purpose of meeting of the Board of Directors of the Corporation and adopt the following resolutions by unanimous written action:

WHEREAS, the Board of Directors of the Corporation has evaluated the Corporation's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition under chapter 11 of title 11 of the United States Code is in the best interests of the Corporation;

RESOLVED, that the Corporation shall be, and hereby is, authorized to file a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Minnesota or such other court as the appropriate officer or officers of the Corporation shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that president, any vice president, the secretary and the treasurer of the Corporation (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Corporation to: (a) execute and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute and verify any and all other documents necessary or appropriate in connection therewith or to administer the Corporation's chapter 11 case in such form or forms as any such Designated Officer may approve; and (d) cause any of the Corporation's direct subsidiaries to take any action consistent with these resolutions, including the filing of petitions for relief under chapter 11, the retention of professionals and the incurrence of debt by such subsidiaries;

FURTHER RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Corporation, (a) Baker & Hostetler LLP, (b) Ravich, Meyer, Kirkman, McGrath Nauman & Tansey, PA, (c) Canaccord Genuity Inc., and (d) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in connection with the Corporation's chapter 11 case and other related matters, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that the law firm Baker & Hostetler LLP shall be, and hereby is, authorized, empowered and directed to represent the Corporation, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Corporation, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to: (a) enter into an agreement regarding the use of cash collateral or a new debtor in possession financing facility and any associated documents and consummate the transactions contemplated therein (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by any one or more of the Designated Officers, as may be reasonably necessary for the continuing conduct of the affairs of the Corporation; and (b) pay related fees, if any, and grant security interests in and liens upon some, all or substantially all of the Corporation's assets, as may be deemed necessary by any one or more of the Designated Officers in connection with the Financing Transactions;

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Corporation, as debtor and debtor in possession, to take such actions and execute and deliver such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Designated Officers are approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such officer and by the Corporation;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the

Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Corporation in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

FURTHER RESOLVED, that each secretary and any assistant secretary of the Corporation is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of December 11th, 2016.

anna PHILLIPS

Anna Phillips

Thomas Pratt

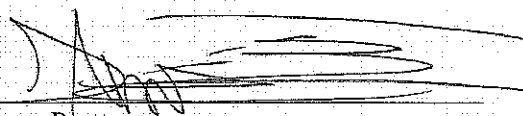
Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Corporation in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

FURTHER RESOLVED, that each secretary and any assistant secretary of the Corporation is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of December 19, 2016.

Anna Phillips



Thomas Pratt

Fill in this information to identify the case:

Debtor name Dakota Plains Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF MINNESOTA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders**
Statement of Financial Affairs
Verification of Creditor Matrix

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 20, 2016

X /s/ Marty Beskow

Signature of individual signing on behalf of debtor

Marty Beskow

Printed name

Chief Financial Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Dakota Plains Holdings, Inc.**
 United States Bankruptcy Court for the: **DISTRICT OF MINNESOTA**
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Faegre Baker & Daniels 2200 Wells Fargo Center 90 S. 7th Street Minneapolis, MN 55402-3901		legal fees				\$272,919.27
Petroleum Transport Solutions, LLC 9800 NW 41st Street Miami, FL 33178		co-debtor on operational override liability and accrued expenses		\$11,627,608.00	\$0.00	\$11,627,608.00
Ryan R. Gilbertson c/o Rock Hutchinson, PLLP 1907 E. Wayzata Blvd., #330 Wayzata, MN 55391		pending litigation	Disputed			\$0.00
Sard Verbinnen & Co., LLC 630 Third Avenue 9th Floor New York, NY 10017		investor relations				\$40,730.86
SunTrust Bank, As Admin. Agent 211 Perimeter Center Parkway Suite 100 Atlanta, GA 30346		promissory notes and accrued finance costs and interest	Contingent	\$63,193,378.00	\$17,505,540.00	\$45,687,838.00
Vinson & Elkins, LLP PO Box 301019 Dallas, TX 75303-1019		legal fees				\$218,915.80
Woodburn & Wedge 6100 Neil Road Suite 500 Reno, NV 89505		legal fees				\$32,762.41

Fill in this information to identify the case:

Debtor name **Dakota Plains Holdings, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF MINNESOTA**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ 742,948.07
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ 2,338,443.20
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ 3,081,391.27

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 74,820,986.00
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 565,328.34
4. Total liabilities Lines 2 + 3a + 3b	\$ 75,386,314.34

Fill in this information to identify the case:Debtor name **Dakota Plains Holdings, Inc.**United States Bankruptcy Court for the: **DISTRICT OF MINNESOTA**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Bank of America****(main operating account)****Checking****8118****\$364,071.85**3.2. **Bank of America****(disbursement account - payroll, withholdings, G&A expense)****Checking****6449****\$0.00**3.3. **Wells Fargo****(other operating and G&A credit card expense)****Checking and Sweep****5118****\$14,907.28****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$378,979.13**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Debtor Dakota Plains Holdings, Inc. Case number (If known) _____
Name

Description, including name of holder of prepayment

8.1.	<u>Boatworks II, LLC - lease deposit - office space</u>	<u>\$12,500.00</u>
8.2.	<u>Boatworks II, LLC - rent</u>	<u>\$13,012.94</u>
8.3.	<u>Health Partners - dental insurance - December premium paid in November</u>	<u>\$1,771.61</u>
8.4.	<u>Canaccord Genuity - monthly fee</u>	<u>\$35,000.00</u>
8.5.	<u>BlueCross BlueShield of Minnesota - health insurance - December premium paid in November</u>	<u>\$17,307.44</u>
8.6.	<u>Northwestern Mutual - disability & life insurance</u>	<u>\$1,554.61</u>
8.7.	<u>Vijai Singh Consulting - hosted exchange annual fee</u>	<u>\$2,589.24</u>
8.8.	<u>First Insurance Funding Corp. - D&O Insurance</u>	<u>\$460,425.53</u>
8.9.	<u>Assurant Group Term Life & ADD Insurance</u>	<u>\$611.41</u>
8.10	<u>Ravich Meyer P.A. (legal retainer)</u>	<u>\$4,012.75</u>
8.11	<u>Lindquist & Venumm LLP (legal retainer)</u>	<u>\$10,000.00</u>
8.12	<u>Hartmann & Anglim LLC (legal retainer)</u>	<u>\$2,500.00</u>

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$561,285.53

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

Debtor Dakota Plains Holdings, Inc. Case number (If known) _____
Name

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11b. Over 90 days old: 9,648.00 - 0.00 =.... \$9,648.00
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$9,648.00

Part 4: Investments

13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture Office furnishings	<u>\$72,807.00</u>		<u>\$11,894.86</u>
40.	Office fixtures			
41.	Office equipment, including all computer equipment and communication systems equipment and software Computer equipment and software	<u>\$52,278.00</u>		<u>\$8,867.68</u>
	Office Printer/Copier (leased 6/27/2013)	<u>\$0.00</u>		<u>\$0.00</u>
	Office Printer/Copier (leased 6/20/2015)	<u>\$0.00</u>		<u>\$0.00</u>

Debtor Dakota Plains Holdings, Inc. Case number (If known) _____
Name

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.** \$20,762.54
Add lines 39 through 42. Copy the total to line 86.

44. **Is a depreciation schedule available for any of the property listed in Part 7?**
☐ No
☒ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**
☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. Leasehold Improvements		\$57,707.00		\$9,427.89
55.2. Site Development		\$1,298,268.00		\$212,104.79
55.3. Land		\$3,191,521.05		\$521,415.39
55.4. Lease of 3,781 square feet of office space in Wayzata, MN (expires 6/30/2018)	real property lease	\$0.00		\$0.00

56. **Total of Part 9.** \$742,948.07
Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.

Debtor Dakota Plains Holdings, Inc. Case number (If known) _____
Name

Copy the total to line 88.

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No
☒ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade secrets			
61.	Internet domain names and websites Internet Domain Names & Website	\$15,000.00		\$0.00

62. Licenses, franchises, and royalties

63. Customer lists, mailing lists, or other compilations

64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?)

- ☒ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☒ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

Current value of debtor's interest

71. Notes receivable

Description (include name of obligor)

Debtor Dakota Plains Holdings, Inc. Case number (If known) _____
Name

72. **Tax refunds and unused net operating losses (NOLs)**
Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Counterclaim against Ryan Gilbertson (Ryan R. Gilbertson v. Dakota Plains Holdings, Inc., Craig McKenzie and Jim Thornton - Court File No. 27-CV-16-14393 - MN 4th Judicial District Court - Hennepin County)

\$0.00

Nature of claim fraud in the inducement and unjust enrichment

Amount requested \$18,000,000.00

Restitution Claim with the SEC

\$0.00

Nature of claim contingent claim

Amount requested \$17,000,000.00

SEC Violation against Michael L. Reger

\$0.00

Nature of claim contingent claim

Amount requested \$18,000,000.00

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

Capitalized Finance Costs

\$1,367,768.00

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$1,367,768.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor Dakota Plains Holdings, Inc. Case number (If known) _____
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$378,979.13	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$561,285.53	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$9,648.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$20,762.54	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$742,948.07
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$1,367,768.00	
91. Total. Add lines 80 through 90 for each column	\$2,338,443.20	+ 91b. \$742,948.07
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$3,081,391.27

Fill in this information to identify the case:

Debtor name **Dakota Plains Holdings, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF MINNESOTA**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim	
2.1	Petroleum Transport Solutions, <small>Creditor's Name</small> LLC 9800 NW 41st Street Miami, FL 33178 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred 1/12/2015 Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien co-debtor on operational override liability and accrued expenses Describe the lien second lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$11,627,608.00	\$0.00

2.2	SunTrust Bank, As Admin. Agent <small>Creditor's Name</small> 211 Perimeter Center Parkway Suite 100 Atlanta, GA 30346 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred 12/5/2014 Last 4 digits of account number	Describe debtor's property that is subject to a lien co-debtor on promissory notes and accrued finance costs and interest Describe the lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)	\$63,193,378.00	\$17,505,540.00
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Debtor **Dakota Plains Holdings, Inc.**

Case number (if know)

Name

Do multiple creditors have an interest in the same property?

☒ No

☐ Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:

Check all that apply

☒ Contingent

☐ Unliquidated

☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$74,820,986.
00**

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

**World Fuel Services Corp.
9800 NW 41st Street
Suite 400
Miami, FL 33178**

Line **2.1**

Fill in this information to identify the case:

Debtor name **Dakota Plains Holdings, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF MINNESOTA**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.

☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	<p>Priority creditor's name and mailing address</p> <p>Hennepin County Assessor A-2103 Government Center 300 South 6th Street Minneapolis, MN 55487</p> <p>Date or dates debt was incurred</p> <p>Last 4 digits of account number</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is:</p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>for notice purposes</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Unknown</p> <p>Unknown</p>
2.2	<p>Priority creditor's name and mailing address</p> <p>Internal Revenue Service Centralized Insolvency Ops PO Box 7346 Philadelphia, PA 19101</p> <p>Date or dates debt was incurred</p> <p>Last 4 digits of account number</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is:</p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>for notice purposes</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Unknown</p> <p>Unknown</p>

Debtor	Name	Case number (if known)		
2.3	Priority creditor's name and mailing address Internal Revenue Service Wells Fargo Place 30 E. 7th St., Mail Stop 5700 Saint Paul, MN 55101	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Unknown	Unknown
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: for notice purposes Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
2.4	Priority creditor's name and mailing address IRS District Counsel 380 Jackson Street Suite 650 Saint Paul, MN 55101-4804	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Unknown	Unknown
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: for notice purposes Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
2.5	Priority creditor's name and mailing address MN Dept. of Revenue 551 Bankruptcy Section PO Box 64447 Saint Paul, MN 55164-0447	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Unknown	Unknown
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: for notice purposes Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
2.6	Priority creditor's name and mailing address Mountrail County Treasurer PO Box 69 Stanley, ND 58784	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Unknown	Unknown
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: for notice purposes Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor	Dakota Plains Holdings, Inc.	Case number (if known)	
	Name		

2.7	Priority creditor's name and mailing address North Dakota Dept. of Revenue 600 E. Boulevard Avenue Bismarck, ND 58505-0599	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	Unknown	Unknown
Date or dates debt was incurred		Basis for the claim: for notice purposes		
Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

			Amount of claim	
3.1	Nonpriority creditor's name and mailing address Faegre Baker & Daniels 2200 Wells Fargo Center 90 S. 7th Street Minneapolis, MN 55402-3901 Date(s) debt was incurred <u>11/17/2015</u> Last 4 digits of account number <u>9228</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>legal fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$272,919.27	
3.2	Nonpriority creditor's name and mailing address Integra 6160 Golden Hills Drive Minneapolis, MN 55416 Date(s) debt was incurred _____ Last 4 digits of account number <u>x752</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>telecommunications provider</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown	
3.3	Nonpriority creditor's name and mailing address Mountrail Williams Electric Cooperative PO Box 1346 Williston, ND 58802-1346 Date(s) debt was incurred _____ Last 4 digits of account number <u>5000</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>electricity provider</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown	
3.4	Nonpriority creditor's name and mailing address Ryan R. Gilbertson c/o Rock Hutchinson, PLLP 1907 E. Wayzata Blvd., #330 Wayzata, MN 55391 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>pending litigation</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown	
3.5	Nonpriority creditor's name and mailing address Sard Verbinen & Co., LLC 630 Third Avenue 9th Floor New York, NY 10017 Date(s) debt was incurred <u>6/30/2016</u> Last 4 digits of account number <u>2779</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>investor relations</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$40,730.86	

Debtor	Dakota Plains Holdings, Inc. <small>Name</small>	Case number (if known) _____
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3.6	Nonpriority creditor's name and mailing address Securities and Exchange Comm. 175 West Jackson Blvd. Suite 900 Chicago, IL 60604 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>for notice purposes</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.7	Nonpriority creditor's name and mailing address U.S. Attorney 600 US Courthouse 300 S. Fourth Street Minneapolis, MN 55415 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>for notice purposes</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.8	Nonpriority creditor's name and mailing address United Quality Cooperative 240 3rd Street S. New Town, ND 58763 Date(s) debt was incurred _____ Last 4 digits of account number <u>5234</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>bulk gas and fuel provider</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.9	Nonpriority creditor's name and mailing address Vinson & Elkins, LLP PO Box 301019 Dallas, TX 75303-1019 Date(s) debt was incurred <u>11/16/2015</u> Last 4 digits of account number <u>K510</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>legal fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$218,915.80
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3.10	Nonpriority creditor's name and mailing address Woodburn & Wedge 6100 Neil Road Suite 500 Reno, NV 89505 Date(s) debt was incurred <u>11/30/2015</u> Last 4 digits of account number <u>2GPB</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>legal fees</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$32,762.41
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Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Ryan R. Gilbertson 1675 Neal Avenue Delano, MN 55328	Line <u>3.4</u> <input type="checkbox"/> Not listed. Explain _____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts	
5a. Total claims from Part 1	\$	0.00	
5b. Total claims from Part 2	\$	565,328.34	

Debtor **Dakota Plains Holdings, Inc.**
Name

Case number (if known)

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

5c.

\$ **565,328.34**

Fill in this information to identify the case:

Debtor name **Dakota Plains Holdings, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF MINNESOTA**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

office printer/copier

State the term remaining

6 payments at \$403.41 per month

List the contract number of any government contract

Advanced Imaging Solutions
PO Box 790448
Saint Louis, MO 63179-0448

2.2. State what the contract or lease is for and the nature of the debtor's interest

office printer/copier

State the term remaining

31 payments at \$337.93 per month

List the contract number of any government contract

Advanced Imaging Solutions
PO Box 790448
Saint Louis, MO 63179-0448

2.3. State what the contract or lease is for and the nature of the debtor's interest

lease of 3,781 square feet of office space in Wayzata, MN

State the term remaining

expires June 30, 2018

List the contract number of any government contract

Boatworks II, LLC
294 Grove Lane East
Suite 100
Wayzata, MN 55391

2.4. State what the contract or lease is for and the nature of the debtor's interest

Amended and Restated Employment Agreement

State the term remaining

expires 3/12/2017

List the contract number of any government contract

Gabriel G. Claypool
20330 Western Road
Deephaven, MN 55331

Debtor 1 **Dakota Plains Holdings, Inc.**

First Name

Middle Name

Last Name

Case number (if known)

Additional Page if You Have More Contracts or Leases**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.5. State what the contract or lease is for and the nature of the debtor's interest **land lease to construct a sand terminal**

State the term remaining **expires on 1/1/2024**

List the contract number of any government contract

**Unimin Corporation
258 Elm Street
New Canaan, CT 06840**

Fill in this information to identify the case:

Debtor name Dakota Plains Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF MINNESOTA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206H Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1	Dakota Petroleum Transport	Solutions, LLC 294 Grove Lane East Wayzata, MN 55391	SunTrust Bank, As Admin. Agent	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.2	Dakota Petroleum Transport	Solutions, LLC 294 Grove Lane East Wayzata, MN 55391	Petroleum Transport Solutions,	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.3	Dakota Plains Marketing, LLC	294 Grove Lane East Wayzata, MN 55391	SunTrust Bank, As Admin. Agent	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.4	Dakota Plains Marketing, LLC	294 Grove Lane East Wayzata, MN 55391	Petroleum Transport Solutions,	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.5	Dakota Plains Sand, LLC	294 Grove Lane East Wayzata, MN 55391	SunTrust Bank, As Admin. Agent	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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Debtor **Dakota Plains Holdings, Inc.**

Case number (if known)

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.6	Dakota Plains Sand, LLC	294 Grove Lane East Wayzata, MN 55391	Petroleum Transport Solutions,	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.7	Dakota Plains Transloading LLC	294 Grove Lane East Wayzata, MN 55391	SunTrust Bank, As Admin. Agent	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.8	Dakota Plains Transloading LLC	294 Grove Lane East Wayzata, MN 55391	Petroleum Transport Solutions,	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.9	DPTS Marketing, LLC	294 Grove Lane East Wayzata, MN 55391	SunTrust Bank, As Admin. Agent	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.10	DPTS Marketing, LLC	294 Grove Lane East Wayzata, MN 55391	Petroleum Transport Solutions,	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.11	DPTS Sand, LLC	294 Grove Lane East Wayzata, MN 55391	SunTrust Bank, As Admin. Agent	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.12	DPTS Sand, LLC	294 Grove Lane East Wayzata, MN 55391	Petroleum Transport Solutions,	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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Fill in this information to identify the case:

Debtor name Dakota Plains Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF MINNESOTA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☒ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From **1/01/2016** to **Filing Date**

Rental Income **\$123,600.00**

For prior year:
From **1/01/2015** to **12/31/2015**

Rental Income **\$120,000.00**

For year before that:
From **1/01/2014** to **12/31/2014**

Rental Income **\$120,000.00**

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

☐ None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Baker & Hostetler LLP PO Box 70189 Cleveland, OH 44190-0189	10/7/16 to 12/20/2016	\$688,130.89	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.2. BlueCross BlueShield of MN PO Box 64676 Saint Paul, MN 55164-0676	11/17/2016 12/13/2016	\$31,499.92	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.3. Boatworks II, LLC 294 Grove Lane East Suite 120 Wayzata, MN 55391	10/25/2016 11/30/2016	\$26,025.88	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.4. Canaccord Genuity 535 Madison Avenue New York, NY 10022	11/02/2016 11/30/2016 12/19/2016	\$77,770.54	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.5. Carlson Advisors, LLP 7101 Northland Circle Suite 123 Minneapolis, MN 55428	11/17/2016 12/13/2016 12/15/2016	\$12,730.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.6. Faegre Baker & Daniels 2200 Wells Fargo Center 90 S. 7th Street Minneapolis, MN 55402-3901	10/25/2016 11/23/2016	\$19,553.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.7. First Insurance Funding Corp. PO Box 7000 Carol Stream, IL 60197-7000	10/21/2016 11/23/2016 12/13/2016	\$58,162.89	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___
3.8. James L. Thornton 4225 Wooddale Avenue St. Louis Park, MN 55416	11/17/2016 12/15/2016	\$18,333.34	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.9. Lindquist & Vennum LLP 4200 IDS Center 80 South 8th Street Minneapolis, MN 55402-2274	11/18/2016 12/20/2016	\$12,828.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.10 Whitley Penn LLP 1400 West 7th Street Suite 400 Fort Worth, TX 76102	10/20/2016	\$20,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.11 Ravich, Meyer, Kirkman, McGrath Nauman & Tansey, P.A. 150 South Fifth Street Suite 3450 Minneapolis, MN 55402	12/19/2016 12/20/2016	\$22,019.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. K. Adam Kroloff 53 Southway London NW11 6SB United Kingdom Former Non-Employee Director	12/28/15 05/16/16 06/23/16	\$119,166.66	remuneration \$65,000.00 remuneration \$32,500.00 remuneration \$21,666.66
4.2. Gary L. Alvord 610 Emerald Lane Holmes Beach, FL 34217 Former Non-Employee Director	01/07/2016 02/26/2016 05/16/2016 06/23/2016 08/26/2016 11/09/2016	\$120,458.50	remuneration \$45,000.00 exp. reimb. \$458.50 remuneration \$22,500.00 remuneration \$22,500.00 remuneration \$22,500.00 remuneration \$7,500.00
4.3. David J. Fellon PO Box 16381 Saint Paul, MN 55116-0381 Former Non-Employee Director	12/28/2015 05/16/2016 06/23/2016 08/26/2016 11/09/2016	\$120,000.00	remuneration \$45,000.00 remuneration \$22,500.00 remuneration \$22,500.00 remuneration \$22,500.00 remuneration \$7,500.00
4.4. Steven A. Blank 340 Terrell Road San Antonio, TX 78209 Former Non-Employee Director	12/28/2015 02/18/2016 02/26/2016 03/18/2016 05/16/2016 05/16/2016 06/23/2016 08/26/2016 11/09/2016	\$123,572.65	remuneration \$45,000.00 exp. reimb. \$1,411.34 exp. reimb. \$611.31 exp. reimb. \$1,470.00 exp. reimb. \$80.00 remuneration \$22,500.00 remuneration \$22,500.00 remuneration \$22,500.00 remuneration \$7,500.00

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.5. Craig M. McKenzie PO Box 307 Ranier, MN 56668 Former CEO and Director	06/23/2016 07/22/2016 9/22/2016 11/09/2016 12/20/15-9/26 /16	\$499,158.60	exp. reimb. \$3,823.98 exp. reimb. \$342.65 exp. reimb. \$348.10 remuneration \$7,500.00 compensation \$487,143.87
4.6. Timothy R. Brady 3555 Frederick Street Orono, MN 55391 Former CFO	03/18/2016 04/01/2016 12/20/15-4/1/ 16	\$186,751.92	exp. reimb. \$266.14 severance \$22,500.00 compensation \$163,985.78
4.7. William DeRosa, Jr. 53 Forest Avenue 1st Floor Old Greenwich, CT 06870 Former Non-Employee Director	08/04/2016	\$10,000.00	remuneration \$10,000.00
4.8. Marty Beskow 7268 Weston Lane North Maple Grove, MN 55311 Chief Financial Officer	11/30/2016 12/16/2016 11/7/16-12/20 /16	\$52,057.21	exp. reimb. \$4,713.95 exp. reimb. \$1,343.26 compensation \$46,000.00
4.9. Anna Phillips Stone Phillips, LLC PO Box 500787 Atlanta, GA 31150 Director	10/6/2016 12/2/2016 11/7/16-12/20 /16	\$23,158.77	exp. reimb. \$1,997.56 exp. reimb. \$1,161.21 compensation \$20,000.00
4.10 Tom Pratt Applied Business Strategy LLC 1100 Superior Ave. E., #1750 Cleveland, OH 44114 Director	10/7/2016 12/2/2016 9/8/16-12/20/ 16	\$42,136.98	exp. reimb. \$832.18 exp. reimb. \$1,304.80 compensation \$40,000.00

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

☐ None.

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	Ryan R. Gilbertson v. Dakota Plains Holdings, Inc., Craig McKenzie and Jim Thornton 27-CV-16-14393	breach of contract, declaratory judgment, fraud in the inducement, common law fraud and unjust enrichment relating to a note restructuring by the Debtor in 12/2013 and for failing to provide indemnification	MN 4th Judicial Dist County of Hennepin	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2.	World Fuel Services Corporation v. Dakota Plains Holdings, Inc.; Dakota Plains Transloading, LLC; Dakota Plains Sand, LLC; Dakota Plains Marketing, LLC; DPTS Marketing, LLC; Dakota Petroleum Transport Solutions, LLC; and DPTS Sand, LLC 1:16-cv-02774-RA	breach of a Guaranty Agreement and a Joinder Agreement	US Dist SDNY	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3.	Steven Deardeuff, Individually and on behalf of all others similarly situated v. Dakota Plains Holdings, Inc., Craig M. McKenzie, Timothy R. Brady, Gabriel G. Claypool, Ryan Gilbertson and Michael L Reger	Class Action - Violation of Federal Securities Laws	U.S. District Court - S. D. of New York	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Description of the property lost and how the loss occurred**Amount of payments received for the loss**

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

Dates of loss**Value of property lost****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Baker & Hostetler LLP PO Box 70189 Cleveland, OH 44190		7/11/16 - 12/20/16	\$812,926.57
	Email or website address www.bakerlaw.com			
	Who made the payment, if not debtor?			
11.2.	Canaccord Genuity 535 Madison Avenue New York, NY 10022		6/16/2016 to 12/20/2016	\$258,708.56
	Email or website address www.canaccordgenuity.com			
	Who made the payment, if not debtor?			
11.3.	Ravich, Meyer, Kirkman, McGrath, Nauman & Tansey, P.A. 150 South Fifth Street Suite 3450 Minneapolis, MN 55402		12/19/2016 12/20/2016	\$22,019.00
	Email or website address www.ravichmeyer.com			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Name of trust or device

Describe any property transferred

Dates transfers
were madeTotal amount or
value**13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.
Who received transfer?
AddressDescription of property transferred or
payments received or debts paid in exchangeDate transfer
was madeTotal amount or
value**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address

Dates of occupancy
From-To**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services
the debtor providesIf debtor provides meals
and housing, number of
patients in debtor's care**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
☒ Yes. Does the debtor serve as plan administrator?

☐ No Go to Part 10.

☒ Yes. Fill in below:

Name of plan

Dakota Plains Holdings, Inc. 401(k) Profit Sharing Plan

Employer identification number of the plan

EIN: **RC0207304 (RCMA Master Account
No. 693-05164)**

Has the plan been terminated?

- ☒ No
☐ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

	Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	U.S. Bank 1555 N. Rivercenter Dr. Suite 300 Milwaukee, WI 53212	XXXX-7000	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input checked="" type="checkbox"/> Other <u>Escrow</u>	3/22/2016	\$3,001,256.11

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
Wells Fargo Bank, N.A 900 Wayzata Blvd. E. Wayzata, MN 55391	Gary L. Hagen 900 Wayzata Blvd. E. Wayzata, MN 55391	Back-up network hard drive which maintains our Sarbanes-Oxley compliance for disaster recovery	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Report all notices, releases, and proceedings known, regardless of when they occurred.**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.**

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
		Dates business existed
25.1. Dakota Plains Transloading, LLC 294 Grove Lane East Wayzata, MN 55391	owns and operates a transloading facility near New Town, ND through which producers, transporters and marketers can transload crude oil and related products from and onto the Canadian Pacific Railway	EIN: 20-2543857 From-To 8/2011 - present
25.2. Dakota Plains Sand, LLC 294 Grove Lane East Wayzata, MN 55391	owns and operates a sand transloading facility near New Town, ND	EIN: 20-2543857 From-To 5/2014 - present
25.3. Dakota Plains Marketing, LLC 294 Grove Lane East Wayzata, MN 55391	engages in the purchase, sale, storage, transport and marketing of hydrocarbons produced with North Dakota to or from refineries and other end-users or persons. Effective 11/30/2014, Dakota Plains Marketing, LLC ceased the purchase and sale of crude oil.	EIN: 20-2543857 From-To 4/2011 - present
25.4. Dakota Petroleum Transport Solutions LLC 294 Grove Lane East Wayzata, MN 55391	subsidiary of Dakota Plains Transloading, LLC	EIN: 27-1376252 From-To 12/5/2014 - present

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Business name address**Describe the nature of the business****Employer Identification number**

Do not include Social Security number or ITIN.

Dates business existed25.5. **DPTS Sand, LLC**
294 Grove Lane East
Wayzata, MN 55391**subsidiary of Dakota Plains Sand,**
LLC**EIN: 47-1139153****From-To 12/5/2014 - present**25.6. **DPTS Marketing, LLC**
294 Grove Lane East
Wayzata, MN 55391**subsidiary of Dakota Plains**
Marketing, LLC**EIN: 45-1989486****From-To 12/5/2014 - present****26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None**Name and address****Date of service****From-To**26a.1. **Carlson Advisors, LLP**
7101 Northland Circle
Suite 123
Minneapolis, MN 55428**4/1/2009 - present**26a.2. **Nicholas Q. Dillon**
5509 Harriet Avenue
Minneapolis, MN 55419**4/5/2011 - 11/30/2016**26a.3. **Gary L. Hagen**
468 Liberty Street
Winona, MN 55987**5/18/2015 - present**26a.4. **Marty Beskow**
7268 Weston Lane North
Maple Grove, MN 55311**11/7/2016 - present**26a.5. **Timothy R. Brady**
3555 Frederick Street
Orono, MN 55391**9/28/2011 - 4/1/2016**

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None**Name and address****Date of service****From-To**26b.1. **Carlson Advisors, LLP**
7101 Northland Circle
Suite 123
Minneapolis, MN 55428**4/1/2009 - present****Name and address****Date of service****From-To**26b.2. **Whitley Penn**
3411 Richmond Avenue
Suite 500
Houston, TX 77046**6/23/2016 - present**

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Name and address	Date of service From-To
26b.3. Mantyla McReynolds, LLC 178 S. Rio Grande Street Suite 200 Salt Lake City, UT 84101	4/10/2015 - 6/23/2016

Name and address	Date of service From-To
26b.4. BDO USA, LLP 333 Clay Street Suite 4700 Houston, TX 77002	4/28/2011 - 4/10/2015

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Carlson Advisors, LLP 7101 Northland Circle Suite 123 Minneapolis, MN 55428	
26c.2. Gary L. Hagen 468 Liberty Street Winona, MN 55987	
26c.3. Marty Beskow 7268 Weston Lane North Maple Grove, MN 55311	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address
26d.1. SunTrust Bank 303 Peachtree Street 15th Floor Atlanta, GA 30308

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Gabriel G. Claypool	20330 Western Road Deephaven, MN 55331	President, CEO and COO	1.3%

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Name	Address	Position and nature of any interest	% of interest, if any
Marty Beskow	7268 Weston Lane North Maple Grove, MN 55311	Chief Financial Officer	
Name	Address	Position and nature of any interest	% of interest, if any
Anna Phillips	Stone Phillips, LLC PO Box 500787 Atlanta, GA 31150	Director	
Name	Address	Position and nature of any interest	% of interest, if any
Tom Pratt	Applied Business Strategy LLC 1100 Superior Avenue East Suite 1750 Cleveland, OH 44114	Director	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Gary L. Alvord	610 Emerald Lane Holmes Beach, FL 34217	Non-Employee Director	8/14/2012 - 11/4/2016
Name	Address	Position and nature of any interest	Period during which position or interest was held
David J. Fellon	PO Box 16381 Saint Paul, MN 55116-0381	Non-Employee Director	3/22/2012 - 11/4/2016
Name	Address	Position and nature of any interest	Period during which position or interest was held
Steven A. Blank	340 Terrell Road San Antonio, TX 78209	Non-Employee Director	2/12/2015 - 11/4/2016
Name	Address	Position and nature of any interest	Period during which position or interest was held
Craig M. McKenzie	PO Box 307 Ranier, MN 56668	CEO and Director	2/13/2013 - 9/26/2016
Name	Address	Position and nature of any interest	Period during which position or interest was held
James L. Thornton	4225 Wooddale Avenue St. Louis Park, MN 55416	Interim CFO, EVP - Strategy & General Counsel	3/1/2013 - 11/1/2016
Name	Address	Position and nature of any interest	Period during which position or interest was held
Timothy R. Brady	3555 Frederick Street Orono, MN 55391	CFO	9/28/2011 - 4/1/2016

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

Name	Address	Position and nature of any interest	Period during which position or interest was held
K. Adam Kroloff	53 Southway London NW11 6SB United Kingdom	Non-Employee Director	2/12/2015 - 6/1/2016

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Timothy R. Brady 3555 Frederick Street Orono, MN 55391	\$163,985.78 - Total Gross Pay	12/20/2015-4/1/2016	compensation
	Relationship to debtor Former CFO			
30.2	Gabriel G. Claypool 20330 Western Road Deephaven, MN 55331	\$421,367.91 - Total Gross Pay	12/20/2015-12/20/2016	compensation
	Relationship to debtor President & COO			
30.3	Craig M. McKenzie PO Box 307 Ranier, MN 56668	\$487,143.87 - Total Gross Pay	12/20/2015-9/26/2016	compensation
	Relationship to debtor Former CEO and Director			
30.4	James L. Thornton 4225 Wooddale Avenue St. Louis Park, MN 55416	\$276,649.54 - Total Gross Pay	12/20/2015-11/1/2016	compensation
	Relationship to debtor Former Interim CFO, EVP - Strategy & General Counsel			
30.5	Marty Beskow 7268 Weston Lane North Maple Grove, MN 55311	\$46,000.00 - Total Gross Pay	11/2016-12/20/2016	compensation
	Relationship to debtor Chief Financial Officer			
30.6	Anna Phillips Stone Phillips, LLC PO Box 500787 Atlanta, GA 31150	\$20,000.00	11/7/16-12/20/16	compensation
	Relationship to debtor Director			

Debtor **Dakota Plains Holdings, Inc.**

Case number (if known) _____

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.7	Tom Pratt Applied Business Strategy LLC 1100 Superior Ave. E., #1750 Cleveland, OH 44114	\$40,000.00	9/8/16-12/28/16	compensation
	Relationship to debtor Director			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
- ☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Dakota Plains Holdings, Inc.	EIN: 20-2543857

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☐ No
- ☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Dakota Plains Holdings, Inc. 401(k) Profit Sharing Plan	EIN: RC0207304 (RCMA Master Account No. 693-05164)
	EIN:

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 20, 2016

/s/ Marty Beskow

Signature of individual signing on behalf of the debtor

Marty Beskow

Printed name

Position or relationship to debtor Chief Financial Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
- ☐ Yes

**United States Bankruptcy Court
District of Minnesota**

In re **Dakota Plains Holdings, Inc.**

Debtor(s)

Case No.
Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal Services, I have agreed to accept	\$	0.00
Prior to the filing of this statement I have received	\$	0.00
Balance Due	\$	0.00

2. The source of the compensation paid to me was:
☒ Debtor ☐ Other (specify)

3. The source of the compensation to be paid to me is:
☒ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with another person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people or entities sharing in the compensation, is attached.

5. In return for the above-disclosed fee, together with such further fee, if any, as is provided in the written contract required by 11 U.S.C. §528(a)(1), I have agreed to render legal service for all aspects of the bankruptcy case, including:

A. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

B. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;

C. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

D. Representation of the debtor in contested bankruptcy matters; and

E. Other services reasonably necessary to represent the debtor(s).

6. Pursuant to Local Rules 1007-1 and 1007-3-1, I have advised the debtor of the requirements in the Statement of Financial Affairs to disclose all payments made, or property transferred, by or on behalf of the debtor to any person, including attorneys, for consultation concerning debt consolidation or reorganization, relief under bankruptcy law, or preparation of a petition in bankruptcy. I have reviewed the debtor's disclosures and they are accurate and complete to the best of my knowledge.

CERTIFICATION

LOCAL FORM 1007-1
REVISED 06/16

I certify that the foregoing, together with the written contract required by 11 U.S.C. §528(a)(1), is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy case.

Dated: **December 20, 2016**

Signature of Attorney

/s/ Michael McGrath

Michael McGrath

**United States Bankruptcy Court
District of Minnesota**

In re **Dakota Plains Holdings, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
--	----------------	----------------------	------------------

See Attached

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Financial Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **December 20, 2016**

Signature **/s/ Marty Beskow**
Marty Beskow

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

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Name	Cert #	Shares	Issued	Address	City	ST	Zip
12 WEST PARTNERS				C/O JACK NORQUAL 9493 OLYMPIA	EDEN PRAIRIE	MN	55347
	2871	127,850	I 4/25/13				
	2968	64,756	I 12/31/13				
	<u>2</u>	<u>192,606</u>					
1242 INVESTMENTS LLC				1242 ADRIAN DRIVE	CHASKA	MN	55318
454-43-0474							
	2581	138,800	I 12/28/12				
	2660	1,276,200	1/31/13				
	2969	160,634	I 12/31/13				
	<u>3</u>	<u>1,575,634</u>					
GARY ALVORD				3730 SOUTHERN HILLS DRIVE	DES MOINES	IA	50321
	2402	3,125	I 9/26/12				
	<u>1</u>	<u>3,125</u>					
GARY L ALVORD				6250 HOLMES BLVD APT 69	HOLMES BEACH	FL	34217
	2938	50,068	C 7/12/13				
	3006	32,609	C 6/23/14				
	3058	35,449	C 7/17/15				
	<u>3</u>	<u>118,126</u>					
BARATZ FAMILY FOUNDATION				326 FERNDAL RD W	WAYZATA	MN	55391
41-1295774							
	3031	10,000	I 9/29/14				
	<u>1</u>	<u>10,000</u>					
JASON BARNETT				10625 JOHNSON RD	BLOOMINGTON	MN	55437
468-23-0358							
	3041	15,000	1/21/15				
	<u>1</u>	<u>15,000</u>					
BEEP CAPITAL LLC				ATTNPERCY GREENBERG 11465 KE MINNETONKA		MN	55305
20-3789456							
	2913	478,740	I 6/12/13				
	<u>1</u>	<u>478,740</u>					
KENNETH MICHAEL BENJAMIN-FINK & NICOLE BENJAMIN-FINK				4215 CEDARWOOD RD	ST LOUIS PARK	MN	55416
TTEE							
KENNETH MICHAEL BENJAMIN FINK REVOCABLE TRUST UAD							
10/16/03							
475-84-5086							
	3043	120,678	I 2/2/15				
	<u>1</u>	<u>120,678</u>					
STEPHEN P BENNETT				90 CLAY CLIFFE DR	TONKA BAY	MN	55331
473-54-1149							
	2701	400,000	I 2/8/13				
	<u>1</u>	<u>400,000</u>					
STEVEN A BLANK				340 TERRELL ROAD	SAN ANTONIO	TX	78209
	3061	35,449	C 7/17/15				
	<u>1</u>	<u>35,449</u>					
MIKE BOYCE				1016 STONEBROOKE DR	SHAKOPEE	MN	55379
474-72-1618							
	2827	75,000	I 4/8/13				
	<u>1</u>	<u>75,000</u>					

J TULLY BRAGG

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Name	Cert #	Shares	Issued	Address	City	ST Zip
	2978	1,554	I 1/6/14	141 VINE ST	DENVER	CO 80206
	1	1,554				
TRISH BRAGG	2347	29,079	I 7/19/12	141 VINE ST	DENVER	CO 80206
	1	29,079				
MARILYN L BUSCHER & MARY LISA SIELING TTEES OF THE FAMILY TRUST CREATED UNDER THE ROBERT J BUSCHER RESTATED REVOCABLE TRUST UAD 4/2/2009	3045	225,800	I 3/3/15	3311 OAKLAKE COURT	BONITO SPRINGS	FL 34134
	1	225,800				
BUSCHER INVESTMENT LLLP	2149	200,000	I 3/30/12	18554 MAPLE LEAF DR	EDEN PRAIRIE	MN 55346
	1	200,000				
DARIUSZ CICHOCKI 219-11-2288	3069	66,667	C 12/23/15	10 E ARCHER ST APT 1311	TULSA	OK 74103
	3070	20,700	C 12/23/15			
	2	87,367				
GABRIEL G CLAYPOOL	2196	450,000	I 3/30/12	20330 WESTERN ROAD	DEEPHAVEN	MN 55331
	2985	37,444	C 1/22/14			
	2993	20,083	C 3/25/14			
	3048	21,372	C 3/31/15			
	3072	61,554	C 1/25/16			
	3085	31,852	C 4/13/16			
	3086	17,917	C 4/13/16			
	3087	74,074	C 4/13/16			
	8	714,296				
JEREMY C CORTRIGHT	2129	41,800	I 3/30/12	1809 BLAKE ST 207	DENVER	CO 80202
	1	41,800				
MICHELLE COWNIE	2345	6,499	I 7/19/12	314 43RD ST	DES MOINES	IA 50312
	1	6,499				
MICHAEL DANCY	1021	300	7/24/07	455 E 500 SOUTH STE 205	SALT LAKE CITY	UT 84111
	1	300				
PATRICIA DILDINE	3054	750	4/9/15	3706 N WARM CREEK AVE	MERIDIAN	ID 83646
	1	750				
NICHOLAS Q DILLON	2992	3,788	3/25/14	500 EAST GRANT STREET UNIT 220	MINNEAPOLIS	MN 55404
	3075	6,270	C 1/25/16			
	3083	5,079	C 3/16/16			
	3084	8,833	C 3/16/16			
	4	23,970				

Name	Cert #	Shares	Issued	Address	City	ST Zip
ALEXANDRA DIRLAM-LANGLAY				7331 WALNUT COURT	EDEN PRAIRIE	MN 55346
	2246	1,000	I 3/30/12			
	1	1,000				
PHILIP DOLLAR				802 WAVERLY ST UNIT D	HOUSTON	TX 77007
638-22-4213						
	3092	20,000	9/7/16			
	1	20,000				
KEN EVENSTAD				6701 EVANSTED DR	MAPLE GROVE	MN 55369
	2166	315,400	I 3/30/12			
	2989	214,396	I 2/26/14			
	2	529,796				
MARK EVENSTAD				C/O UPSHER-SMITH 6701 EVANSTEI	MAPLE GROVE	MN 55369
	2336	456,275	I 5/30/12			
	1	456,275				
MARK B EVENSTAD				C/O UPSHER-SMITH 6701 EVANSTEI	MAPLE GROVE	MN 55369
	2988	416,329	I 2/26/14			
	1	416,329				
FAST BALANCE - CEDE & CO				55 WATER ST 25TH FLOOR	NEW YORK	NY 10041
13-2555119						
	FB80	43,742,196	12/7/16			
	1	43,742,196				
DAVID J FELLON				300 WALL ST 703	ST PAUL	MN 55101
	2816	10,000	I 4/5/13			
	2941	42,481	C 7/12/13			
	3009	32,609	C 6/23/14			
	3059	29,678	C 7/17/15			
	4	114,768				
ANNA GASKELL				318 W 14TH ST APT 2	NEW YORK	NY 10014
	2354	45,160	I 7/19/12			
	1	45,160				
KATHLEEN ERIN GILBERTSON				14727 BESTOR BLVD	PACIFIC PALISADES	CA 90272
	2110	10,000	I 3/30/12			
	1	10,000				
JAY V GREAVU				65 CANAL ST APT 406	MILLBURY	MA 01527-3281
	2429	5,000	I 10/9/12			
	1	5,000				
KERRI A GREENBERG				2240 DWIGHT LANE	HOPKINS	MN 55305
	2910	5,000	I 6/12/13			
	1	5,000				
JORDAN GREENBERG C/F HALLIE R GREENBERG UTMA MN				2240 DWIGHT LANE	HOPKINS	MN 55305
	2912	5,000	I 6/12/13			
	1	5,000				
JORDAN GREENBERG C/F RACHEL P GREENBERG UTMA MN				2240 DWIGHT LANE	HOPKINS	MN 55305
	2911	5,000	I 6/12/13			

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Name	Cert #	Shares	Issued	Address	City	ST	Zip
JORDAN GREENBERG C/F RACHEL P GREENBERG UTMA MN				2240 DWIGHT LANE	HOPKINS	MN	55305
	1	5,000					
GREENER PASTURES CHARITABLE FOUNDATION				315 MANITOBA AVENUE SUITE 200	WAYZATA	MN	55391
	2312	20,000	I 5/16/12				
	1	20,000					
JAMES GRIFFIN				13 E 6TH ST	HINSDALE	IL	60521
	2264	5,000	I 3/30/12				
	1	5,000					
TOM HAMMERS				9893 SWITCHGRASS LANE	EDEN PRAIRIE	MN	55347
	2889	37,500	5/10/13				
	1	37,500					
KATHLEEN HARMON				114 CHESTNUT HILLS CIRCLE	BURR RIDGE	IL	60527
	2263	6,250	I 3/30/12				
	1	6,250					
DUANE D HARMS				7310 VALLEY VIEW ROAD	BROOKINGS	SD	57006
503-60-2986							
	2960	241,570	11/1/13				
	1	241,570					
HILLTOP SECURITIES INC				1201 ELM STREET, SUITE 3500	DALLAS	TX	75270
75-1382137							
	3093	5,000	12/14/16				
	1	5,000					
GREGORY A HOLMBERG & SUZANNE M HOLMBERG JT TEN				3275 ADAIR AVE NE	BUFALLO	MN	55313
475-66-2047							
	2852	50,000	I 4/18/13				
	1	50,000					
IRA FBO THOMAS P MAGNE PERSHING LLC AS CUSTODIAN				PO BOX 2050	JERSEY CITY	NJ	07303
13-2741729							
	2879	10,000	I 5/3/13				
	1	10,000					
BRETT JACKSON				21 WOODBINE ST SE	ROCHESTER	MN	55904
	2248	500	I 3/30/12				
	1	500					
CODY JACKSON				43169 79TH ST	JANESVILLE	MN	56048
	2249	500	I 3/30/12				
	1	500					
DOUGLAS JACKSON				43169 79TH ST	JANESVILLE	MN	56048
	2247	500	I 3/30/12				
	1	500					
MARY JACOBS				350 SO 200 EAST UNIT 714	SALT LAKE CITY	UT	84117
	2460	5,000	10/26/12				
	1	5,000					

DUANE S JENSON

4685 S HIGHLAND DR STE 202

SALT LAKE CITY

UT 84117

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Name	Cert #	Shares	Issued	Address	City	ST Zip
DUANE S JENSON	1072	300	4/13/11	4685 S HIGHLAND DR STE 202	SALT LAKE CITY	UT 84117
	1	300				
JEFF D JENSON	1049	300	7/24/07	1608 W 2225 S	WOODS CROSS	UT 84087
	1	300				
K2 CAPITAL GROUP LLC	3019	100,000	I 6/26/14	SCOTT ANDERSON 7300 METRO BL EDINA		MN 55439
	1	100,000				
TOM KELLEHER	2257	25,000	I 3/30/12	18885 BROOKWOOD ROAD	PRIOR LAKE	MN 55372
	1	25,000				
WILLARD N KILGROW	1018	300	7/24/07	43501 TORPHINHILL PLACE	INDIO	CA 92201
	1	300				
K ADAM KROLOFF	3060	35,449	C 7/17/15	53 SOUTHWAY	LONDON NW11 6SB	UNITED KI
	1	35,449				
ERIC D LARSON	3005	40,160	I 6/19/14	C/O RUTH BUSTA 6645 COUNTY RO. LORETTA		MN 55347
	1	40,160				
MARK LARSON	2255	20,000	I 3/30/12	4802 MAPLE ROAD	EDINA	MN 55424
	1	20,000				
W DONALD LARSON	3036	182,800	I 10/22/14	ERIC LARSON 10700 LYNDAL AVE	BLOOMINGTON	MN 55420
	1	182,800				
MARY LOU LETTING	1019	300	7/24/07	43501 TORPHINHILL PLACE	INDIO	CA 92201
	1	300				
LITTLE SHEPHERD RANCH INC	2317	20,000	I 5/16/12	258 SEAGATE COURT	DUNEDIN	FL 34698
	1	20,000				
LONE STAR VALUE INVESTORS LP	DRS2	1,000	10/14/14	53 FOREST AVE 1ST FLOOR	OLD GREENWICH	CT 06870
	1	1,000				
DALE R MACHACEK	2819	20,000	I 4/8/13	8925 BEARD AVE S	BLOOMINGTON	MN 55431
472-88-8642	1	20,000				
JEFFREY A MACHACEK	2883	55,040	I 5/8/13	5036 ZENITH AVE SO	MINNEAPOLIS	MN 55410
470-68-3948						

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<i>Name</i>	<i>Cert #</i>	<i>Shares</i>	<i>Issued</i>	<i>Address</i>	<i>City</i>	<i>ST Zip</i>
JEFFREY A MACHACEK 470-68-3948				5036 ZENITH AVE SO	MINNEAPOLIS	MN 55410
	<u>1</u>	<u>55,040</u>				
JOSEPH SCOTT MALONE				1551 EAST LYNWOOD	MESA	AZ 85203
	<u>1001</u>	<u>600</u>	7/24/07			
	<u>1</u>	<u>600</u>				
CRAIG M MCKENZIE				P O BOX 307	RANIER	MN 56668
	2984	52,421	C 1/22/14			
	3022	48,200	C 7/11/14			
	3023	32,133	C 7/11/14			
	3050	52,800	C 3/31/15			
	3052	35,200	C 3/31/15			
	3071	108,424	C 1/25/16			
	3080	45,157	C 3/16/16			
	3081	28,666	C 3/16/16			
	3090	44,593	C 5/27/16			
	<u>3091</u>	<u>103,704</u>	C 5/27/16			
	<u>10</u>	<u>551,298</u>				
DOUGLAS F MCLEOD AS TRUSTEE FOR THE FRANK D SANKOVITZ				612 WEST 82ND ST	VICTORIA	MN 55386
IRREVOCABLE TRUST UAD FREBRUARY 1 2012						
	<u>2296</u>	<u>121,764</u>	I 4/13/12			
	<u>1</u>	<u>121,764</u>				
DOUGLAS F MCLEOD AS TRUSTEE FOR THE LUKE D SANKOVITZ				612 WEST 82ND ST	VICTORIA	MN 55386
IRREVOCABLE TRUST UAD FREBRUARY 1 2012						
	<u>2297</u>	<u>121,764</u>	I 4/13/12			
	<u>1</u>	<u>121,764</u>				
DAVID V MERRELL				4318 EAST EDGEWOOD AVE	MESA	AZ 85206
	<u>1002</u>	<u>600</u>	7/24/07			
	<u>1</u>	<u>600</u>				
ANNE MEYER				118 CHESTNUT HILLS CIRCLE	BURR RIDGE	IL 60527
	<u>2262</u>	<u>1,250</u>	I 3/30/12			
	<u>1</u>	<u>1,250</u>				
JOE MORTON				3607 LE RIVE WAY	CHASKA	MN 55318
	<u>2239</u>	<u>25,000</u>	I 3/30/12			
	<u>1</u>	<u>25,000</u>				
NOEL INVESTMENTS LTD				4061 S POWER CIRCLE	SALT LAKE CITY	UT 84124
	<u>1088</u>	<u>1,000</u>	I 3/6/12			
	<u>1</u>	<u>1,000</u>				
JACK A NORQUAL				9493 OLYMPIA DR	EDEN PRAIRIE	MN 55347
	2328	500,000	I 5/29/12			
	2331	100,000	I 5/29/12			
	2332	143,628	I 5/29/12			
	2579	65,000	I 12/28/12			
	2970	110,664	I 12/31/13			
	<u>3038</u>	<u>400,000</u>	I 10/22/14			
	<u>6</u>	<u>1,319,292</u>				
DONALD NORQUAL TRUSTEE THE CHRIS NORQUAL TRUST				9493 OLYMPIA DR	EDEN PRAIRIE	MN 55347

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Name	Cert #	Shares	Issued	Address	City	ST	Zip
UAD 09/22/92 41-6361058	2829	446,760	I 4/9/13				
	1	446,760					
JOSEPH NOVOGRATZ 202-34-6398	2323	25,000	I 5/18/12	8303 AUDUBON ROAD	CHANHASSEN	MN	55317
	1	25,000					
THOMAS W O'NEIL & NANCY N O'NEIL JT TEN 458-72-2656	3065	35	9/28/15	1308 E BOWIE ST	BEEVILLE	YX	78102
	1	35					
BRITTANY ANN PELL 472-23-0667	DRS1	100	7/2/14	36601 450TH LANE	ST PETER	MN	56082
	1	100					
ILA PETERSON 529-78-4602	3064	900	8/10/15	13554 HEATHER DAISY DR	HERRIMAN	UT	84096
	1	900					
GERALD A PETERSON & ELAINE PETERSON JT WROS	1008	600	7/24/07	3288 TETON DR	SALT LAKE CITY	UT	84109
	1	600					
DEAN B PHILLIPS REVOCABLE TRUST	2251	70,000	I 3/30/12	100 UNIVERSITY AVE SE	MINNEAPOLIS	MN	55414
	1	70,000					
JOHN POEPL	2383	50,000	I 9/12/12	1342 HIGH POINT COURT	HASTINGS	MN	55033
	1	50,000					
JOSEPH C REGER AS CUSTODIAN FOR JOHN MICHAEL REGER	2585	116,400	I 12/28/12	3565 FREDERICK STREET	ORONO	MN	55391
	2629	50,000	I 1/17/13				
	2	166,400					
JOSEPH C REGER AS CUSTODIAN FOR WILLISTON JAMES REGER	2586	116,400	I 12/28/12	3565 FREDERICK STREET	ORONO	MN	55391
	2630	50,000	I 1/17/13				
	2	166,400					
RIVER GROUP LLC	2235	6,250	I 3/30/12	DAVE MILLER P O BOX 266	AMERICAN FORK	UT	84003
	2651	2,000	1/30/13				
	2	8,250					
JON ROE	2269	5,000	I 3/30/12	1675 NEAL AVE	DELANO	MN	55328
	1	5,000					

Name	Cert #	Shares	Issued	Address	City	ST Zip
ELIZABETH ROSE & TIM ROSE JT TEN	2141	56,450	I 3/30/12	3317 ZARTHAN AVE SO	ST LOUIS PARK	MN 55416
	1	56,450				
ROWE FAMILY LP 26-0092674	2904	151,920	I 6/3/13	PO BOX 27 MARTIN B ROWE -GP	ELDORADO	IL 62930
	1	151,920				
TERRY H RUST	2223	10,000	I 3/30/12	1872 SOUTH LANE	MENDOTA HEIGHTS	MN 55118
	2940	42,481	C 7/12/13			
	3008	32,609	C 6/23/14			
	3056	16,779	C 5/15/15			
	4	101,869				
PAUL W SCHAFFER 469-48-9798	2948	25,000	I 7/19/13	10408 ZION AVE S	BLOOMINGTON	MN 55437
	1	25,000				
CAROL P SECRIST	1003	600	7/24/07	2696 BRIDGEPORT AVE	SALT LAKE CITY	UT 84121
	1	600				
NICHOLAS SHERMETA 471-74-3556	3037	60,210	I 10/22/14	2063 AUSTRIAN PINE LANE	MINNETONKA	MN 55305-2429
	1	60,210				
SPACENET EQUITIES LLC 41-1951790	3001	261,064	I 6/9/14	8100 WAYZATA BLVD	GOLDEN VALLEY	MN 55426
	1	261,064				
GARY STANDISH	2261	1,250	I 3/30/12	21175 HYDCINTH AVE	LAKEVILLE	MN 55044
	1	1,250				
BRETT R STEWART	1007	600	7/24/07	17065 SOUTH 1185 WEST	SOUTH JORDAN	UT 84095
	1	600				
MICHAEL SULLIVAN	2244	50,000	I 3/30/12	14900 HINDRY AVE	HAWTHORNE	CA 90250
	1	50,000				
ROBIN SULLIVAN	2242	25,000	I 3/30/12	14900 HINDRY AVE	HAWTHORNE	CA 90250
	1	25,000				
SEAN SULLIVAN	2243	25,000	I 3/30/12	221 19TH ST	MANHATTAN BEACH	CA 90266
	1	25,000				
RODNEY SYDENHAM 620-334-870				161 10 COACHWAY ROAD SW	CALGARY ALBERTA T3H 1E5	CANADA

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Name	Cert #	Shares	Issued	Address	City	ST	Zip
RODNEY SYDENHAM 620-334-870				161 10 COACHWAY ROAD SW	CALGARY ALBERTA T3H 1E5	CANADA	
	2397	7,500	9/25/12				
	1	7,500					
KELLIE TASTO				22075 BASELINE BLVD	JORDAN	MN	55352
	2111	10,000	I 3/30/12				
	1	10,000					
JAMES M TATE				901 20TH STREET NW	MINOT	ND	58703
	3066	17,186	C 11/4/15				
	1	17,186					
BRANT J TAYLOR				2044 MONTREAL AVE	ST PAUL	MN	55116
	2887	15,000	5/10/13				
	1	15,000					
JAMES L THORNTON				4225 WOODDALE AVE	ST LOUIS PARK	MN	55416
	2987	14,827	C 1/22/14				
	3073	31,920	C 1/25/16				
	3078	12,613	C 2/2/16				
	3079	29,334	C 2/2/16				
	3082	17,917	C 3/16/16				
	5	106,611					
ELIZABETH A VOGSTROM 132-55-5119				2618 CASCO POINT ROAD	WAYZATA	MN	55391
	2567	185,274	I 12/26/12				
	1	185,274					
JAMES T WARD				172 COUNTRY CLUB DR	MANKATO	MN	56001
	2240	12,500	I 3/30/12				
	1	12,500					
GARY WELCH				E3860 US HIGHWAY 12	MENOMONIE	WI	54751
	2260	18,750	I 3/30/12				
	1	18,750					
STEVEN WENDEL				13764 GLEN LAUREL ROAD	RIVERTON	UT	84065
	2652	2,000	1/30/13				
	1	2,000					
STEVEN & JANA WENDEL REVOCABLE TRUST				13764 GLEN LAUREL ROAD	RIVERTON	UT	84065
	2236	6,250	I 3/30/12				
	1	6,250					
ERIC WILSON				18756 HEATHCOTE DR	WAYZATA	MN	55391
	2254	10,000	I 3/30/12				
	1	10,000					
WILLIAM J WINTERS				2117 ELEANOR AVE	ST PAUL	MN	55116
	2888	15,000	5/10/13				
	1	15,000					
JEFFREY WUCHERER 395-74-5054				4511 230TH ST	ST AUGUSTA	MN	56301
	2699	75,000	I 2/8/13				

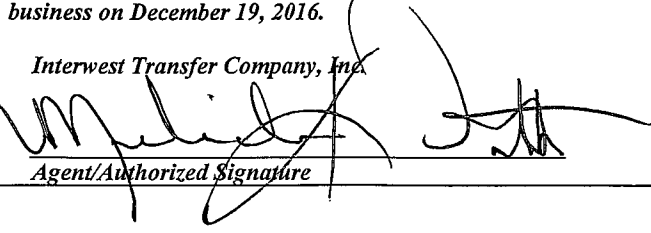
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Name	Cert #	Shares	Issued	Address	City	ST	Zip
JEFFREY WUCHERER 395-74-5054				4511 230TH ST	ST AUGUSTA	MN	56301
	<u>1</u>	<u>75,000</u>					
JEFFREY WUCHERER AS CUSTODIAN FOR JACE WUCHERER				4511 230TH ST	ST AUGUSTA	MN	56301
	<u>2112</u>	<u>22,580</u>	I 3/30/12				
	<u>1</u>	<u>22,580</u>					
JEFFERY WUCHERER CUSTODIAN FBO JAIR DEAN WUCHERER				4511 230TH ST	ST AUGUSTA	MN	56301
	<u>2661</u>	<u>4,516</u>	I 1/31/13				
	<u>1</u>	<u>4,516</u>					
XIII LLC				JEREMY LUND PO BOX 980907	PARK CITY	UT	84098
	<u>2209</u>	<u>20,000</u>	I 3/30/12				
	<u>1</u>	<u>20,000</u>					
MARISSA L ZAKHEIM				14859 RICHARDS DR W	MINNETONKA	MN	55345
	<u>2739</u>	<u>5,000</u>	I 3/4/13				
	<u>1</u>	<u>5,000</u>					
RHONDA L ZAKHEIM				14859 RICHARDS DR W	MINNETONKA	MN	55345
	<u>2738</u>	<u>5,000</u>	I 3/4/13				
	<u>1</u>	<u>5,000</u>					
ROBERT S ZAKHEIM				14859 RICHARDS DR W	MINNETONKA	MN	55345
	<u>2737</u>	<u>5,000</u>	I 3/4/13				
	<u>1</u>	<u>5,000</u>					
RHONDA L ZAKHEIM C/F ELLIE T ZAKHEIM UGMA MN				14859 RICHARDS DR W	MINNETONKA	MN	55345
	<u>2740</u>	<u>5,000</u>	I 3/4/13				
	<u>1</u>	<u>5,000</u>					
STEVE ZILKA				1540 THOMAS LAKE POINT ROAD SI EAGAN		MN	55122
	<u>2159</u>	<u>5,258</u>	I 3/30/12				
	<u>1</u>	<u>5,258</u>					
ROBERT ZILKA-BRANCALE & DEBRA BRANCALE-ZILKA JT TEN				20540 CARSON ROAD	DEEPHAVEN	MN	55331
	<u>2606</u>	<u>112,900</u>	1/8/13				
	<u>1</u>	<u>112,900</u>					

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Name	Cert #	Shares	Issued	Address	City	ST	Zip
Report Totals		Status Key		<div>We hereby certify that the following list of holders of DAKOTA PLAINS HOLDINGS, INC. - COMMON aggregating 55,101,067 shares represents a true and complete list of such holders in accordance with our records as transfer agent as of the close of business on December 19, 2016. Interwest Transfer Company, Inc.  Agent/Authorized Signature</div>			
Free Trading Stock:	45,507,939	I = Investment Stock	C = Control Stock				
Control Stock:	1,432,601						
Investment Stock:	8,160,527						
Total Shares:	55,101,067						
Total Stockholders:	116						

**United States Bankruptcy Court
District of Minnesota**

In re **Dakota Plains Holdings, Inc.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Financial Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **December 20, 2016**

/s/ Marty Beskow

Marty Beskow/Chief Financial Officer

Signer/Title

MOUNTRAIL WILLIAMS ELECTRIC
COOPERATIVE
PO BOX 1346
WILLISTON ND 58802-1346

NORTH DAKOTA DEPT. OF REVENUE
600 E. BOULEVARD AVENUE
BISMARCK ND 58505-0599

PETROLEUM TRANSPORT SOLUTIONS,
LLC
9800 NW 41ST STREET
MIAMI FL 33178

RYAN R. GILBERTSON
C/O ROCK HUTCHINSON, PLLP
1907 E. WAYZATA BLVD., #330
WAYZATA MN 55391

RYAN R. GILBERTSON
1675 NEAL AVENUE
DELANO MN 55328

SARD VERBINNEN & CO., LLC
630 THIRD AVENUE
9TH FLOOR
NEW YORK NY 10017

SECURITIES AND EXCHANGE COMM.
175 WEST JACKSON BLVD.
SUITE 900
CHICAGO IL 60604

SUNTRUST BANK, AS ADMIN. AGENT
211 PERIMETER CENTER PARKWAY
SUITE 100
ATLANTA GA 30346

U.S. ATTORNEY
600 US COURTHOUSE
300 S. FOURTH STREET
MINNEAPOLIS MN 55415

UNIMIN CORPORATION
258 ELM STREET
NEW CANAAN CT 06840

UNITED QUALITY COOPERATIVE
240 3RD STREET S.
NEW TOWN ND 58763

VINSON & ELKINS, LLP
PO BOX 301019
DALLAS TX 75303-1019

WOODBURN & WEDGE
6100 NEIL ROAD
SUITE 500
RENO NV 89505

WORLD FUEL SERVICES CORP.
9800 NW 41ST STREET
SUITE 400
MIAMI FL 33178

**United States Bankruptcy Court
District of Minnesota**

In re **Dakota Plains Holdings, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Dakota Plains Holdings, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Cede & Co.
55 Water Street
25th Floor
New York, NY 10041**

☐ None [*Check if applicable*]

December 20, 2016

Date

/s/ Michael McGrath

Michael McGrath

Signature of Attorney or Litigant

Counsel for **Dakota Plains Holdings, Inc.**

Ravich, Meyer, Kirkman, McGrath, Nauman & Tansey, P.A.

150 South Fifth Street

Suite 3450

Minneapolis, MN 55402

612-332-8511

MFMcGrath@RavichMeyer.com

REVISED 12/15

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re
Dakota Plains Holdings, Inc.

Case No.

Debtor(s).

SIGNATURE DECLARATION

- ☒ PETITION, SCHEDULES & STATEMENTS
☐ CHAPTER 13 PLAN
☐ VOLUNTARY CONVERSION, SCHEDULES AND STATEMENTS
☐ AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
☐ MODIFIED CHAPTER 13 PLAN
☐ OTHER (PLEASE DESCRIBE: _____)

I, the undersigned debtor, or authorized representative of the debtor, make the following declarations under penalty of perjury:

1. The information I have given my attorney for the electronically filed petition, statements, schedules, as indicated above, is true and correct;
2. The Social Security Number or Tax Identification Number I have given to my attorney for entry into the court's Case Management/Electronic Case Filing (CM/ECF) system as a part of the electronic commencement of the above-referenced case is true and correct;
3. I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, as indicated above, together with a scanned image of this Signature Declaration;
4. My electronic signature contained on the documents filed with the Bankruptcy Court has the same effect as if it were my original signature on those documents; and
5. I have been authorized to file this petition on behalf of the debtor.

Date:

12/20/2016

X

Marty J. Beskow

Signature of Debtor 1 or Authorized Representative

X

Signature of Debtor 2

Marty Beskow, Chief Financial Officer

Printed Name of Debtor 1 or
Authorized Representative

Printed Name of Debtor 2